

FOX ROTHSCHILD LLP
Kathleen M. Aiello
101 Park Avenue, 17th Floor
New York, New York 10178
(212) 878-7900

Hearing Date: June 20, 2019

Hearing Time: 10:00 a.m.

Objection Deadline: June 13, 2019

Attorneys for Aspen Marketing Services, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re :
: Chapter 11
SEARS HOLDINGS CORPORATION, *et al.*,¹ :
: Case No. 18-23538 (RDD)
Debtors. :
: (Jointly Administered)
-----X

**NOTICE OF HEARING ON MOTION OF
ASPEN MARKETING SERVICES, INC. TO ALLOW AND COMPEL PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIM UNDER 11 U.S.C. § 503(b) FOR SERVICES
PROVIDED TO THE DEBTOR POST-PETITION**

TO THE DEBTOR, COUNSEL TO THE DEBTOR, ALL PARTIES ON THE MASTER
SERVICE LIST DEFINED BY THE PROCEDURES ORDER AND THE OFFICE OF THE
UNITED STATES TRUSTEE:

PLEASE TAKE NOTICE that upon the motion (the "Motion"), dated May 22, 2019, of
Aspen Marketing Services, Inc. ("Aspen Marketing"), by and through its undersigned counsel,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Fox Rothschild LLP, for the entry of an order allowing and compelling payment of administrative expense claim pursuant to 11 U.S.C. §503(b) for services provided to the Debtor post-petition; a hearing will be held at the next omnibus hearing on June 20, 2019 at 10:00 a.m. (EST) (the "Hearing"), or as soon thereafter as counsel may be heard, before the Honorable Robert D. Drain, United States Bankruptcy Judge, in his courtroom at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, to consider the relief sought in the Motion.

PLEASE TAKE FURTHER NOTICE that any responses or objections ("Objections") to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), and shall be filed with the Bankruptcy Court (a) by registered users of the Bankruptcy Court's case filing system, electronically in accordance with General Order M-399 (which can be found at <http://www.nysb.uscourts.gov>); and (b) by all other parties in interest, on a CD-ROM, in a text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served on (i) Fox Rothschild LLP, Attorneys for Aspen Marketing, Inc., 101 Park Avenue, 17th Floor, New York, New York 10178, Attn: Kathleen Aiello, Esq. and Fox Rothschild LLP, 321 North Clark Street, Suite 1600, Chicago, Illinois 60654, Attn: Brian L. Shaw, Esq.; and (ii) the "Standard Parties", as that term is defined in that certain Order Implementing Certain Notice and Case Management Procedures dated October 17, 2018 [ECF No. 139] (the "Procedures Order"), and served in the manner as provided in the Procedures Order, so as to be received no later than 4:00 p.m., (Prevailing Eastern Time) on the date that is seven (7) calendar days prior to the Hearing Date (the "Objection Deadline"). The ECF docket number to which the filing relates must be included in the upper right hand corner of the caption of all Objections.

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion in accordance with the Procedures Order, Aspen Marketing may, on or after the Objection Deadline, submit to the Bankruptcy Court an appropriate order substantially in the form attached to the Motion, which order may be entered with no further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that copies of the Motion can be obtained from the online docket at <http://www.nysb.uscourts.gov/>, or by contacting the undersigned.

Dated: New York, New York
May 22, 2019

Respectfully submitted,
FOX ROTHSCHILD LLP

By: /s/ Kathleen M. Aiello
Kathleen M. Aiello
101 Park Avenue, 17th Floor
New York, New York 10178
(212) 878-7900
Attorneys for Aspen Marketing, Inc.